

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:)	Chapter 11
)	
W. R. GRACE & CO., <i>et al.</i> , ¹)	Case No. 01-01139 (JKF)
)	
Debtors.)	Jointly Administered
)	
)	Re: Docket No. 19985
)	12/15/2008 Agenda Item No. 6

**CERTIFICATE OF COUNSEL REGARDING REVISED
ORDER AUTHORIZING SALE OF DEBTORS' LIMITED
PARTNERSHIP INTERESTS IN COLOWYO COAL COMPANY L.P.**

On November 10, 2008, the Debtors filed their *Motion of Debtors for Entry of an Order Authorizing the Sale of Debtors' Limited Partnership Interests in Colowyo Coal Company L.P.* (the "Motion") (Docket No. 19985). The Motion was noticed for hearing on December 15, 2008, with an objection deadline of November 26, 2008. The Debtors extended the objection deadline until December 3, 2008, for the Official Committee of Unsecured Creditors and until December 5, 2008, for the Bank of New York Mellon, as trustee (the "Trustee") to the Trust

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co. Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., GC Limited Partners I, Inc., (f/k/a Grace Cocoa Limited Partners I, Inc.), GC Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc. GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (F/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

Indenture dated as of December 6, 1994 (the “Indenture”) among Colowyo Funding, Colowyo Coal Company L.P. and the Trustee. The Debtors received one limited objection with respect to the Motion from the Trustee on December 5, 2008 (Dkt. No. 20205) (the “Limited Objection”).

The Debtors submitted a proposed order along with the Motion on November 10, 2008. The Motion sought approval of the Debtors entry into a Limited Partnership Interest Purchase and Sale Agreement (the “Sale Agreement”) with Colowyo Coal Company L.P. (“Colowyo”). A copy of the Sale Agreement is attached hereto as Exhibit 1 to the Revised Order.

Subsequent to the filing of the Motion and the proposed order, on December 5, 2008 the Debtors and Colowyo entered into an Amendment No. 1 to Limited Partnership Interest Purchase & Sale Agreement (the “Amendment”). The Amendment agrees to, among other things, make certain changes to the Sale Agreement with respect to the Grace Trustee Undertaking Agreement. A clean copy of the Amendment is attached hereto as Exhibit 2 to the Revised Order.

As a result of the Amendment, the Trustee has agreed to withdraw its Limited Objection upon entry of the Revised Order and the Debtors have revised the proposed order filed concurrently with the Motion granting the relief requested to address the changes in the Amendment. As such, the Debtors have prepared a revised form of order (the “Revised Order”), which reflects the Amendment and grants the Debtors the relief requested in connection with the Motion. A copy of the Revised Order is attached hereto as Exhibit A.


The Debtors respectfully request that the Court enter the Revised Order, substantially in the form attached hereto as Exhibit A, granting the Motion, as revised by the Amendment, and approving the transaction outlined in the Motion and in the Amendment.

Dated: December 12, 2008

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